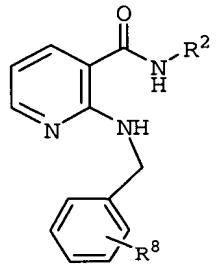
WHAT IS CLAIMED IS:

1. Compound of Formula IV



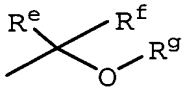
IV

wherein R^2 is selected from unsubstituted or substituted phenyl, and

9-10 membered bicyclic and 11-14 membered tricyclic unsaturated or partially unsaturated heterocyclyl,

wherein substituted R^2 is optionally substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-4}-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_6-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, optionally substituted 4-6 membered heterocyclylcarbonyl-C_{1-4}-alkyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonylamino, optionally substituted 4-6 membered heterocyclyl-

oxycarbonylamino, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, C_{1-3}-alkylsulfonylamino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, amino-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-4}-alkylcarbonylamino, C_{1-4}-alkoxycarbonyl-C_{1-4}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-3}-alkylsulfonylamino-C_{1-3}-alkoxy, C_{1-4}-hydroxyalkyl,



and C_{1-4}-alkoxy;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl;

wherein R^g is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl; and

wherein R^8 is one or more substituents independently selected from halo, amino, nitro, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, C_{1-6}-haloalkoxy, C_{1-6}-aminoalkyl, C_{1-6}-hydroxyalkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-C_{1-6}-alkoxy, aminosulfonyl, C_{3-6}-cycloalkyl, C_{1-6}-alkylamino, C_{1-6}-alkylamino-C_{1-6}-alkyl, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

and pharmaceutically acceptable isomers and derivatives thereof;

provided R^2 is not 3-trifluoromethylphenyl when R^8 is 4-hydroxy or 3-hydroxy.

2. Compound of Claim 1 wherein R^2 is selected from phenyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1',2'-dihydro-spiro[cyclopropane-1,3'-[3H]indol]-6'-yl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, 1,2,3,4-tetrahydro-[1,8]naphthyridinyl, dihydrobenzo[1,4]oxaxinyl, quinozalinyl, benzo[d]isothiazolyl, 3,4-dihydro-quinazolinyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^2 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, Boc-aminoethyl, hydroxy, oxo, fluorosulfonyl, methylsulfonyl, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, 4-pyridylmethyl, 4-morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, 2-methyl-2-(4-pyrimidinyl)ethyl, 2-methyl-2-(5-methyloxadiazol-2-yl)ethyl, 2-methyl-2-(pyrazol-5-yl)ethyl, 2-methyl-2-(1-ethoxycarbonyl-1,2,3,6-tetrahydropyridin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, 1-(4-morpholinyl)-2,2-dimethylethyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, 1-

(pyrrolidin-1-yl)-2-methylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, 2-methyl-2-(pyrrolidin-1-yl)ethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, pyrrolidin-1-yl-carbonyl, pyrrolidin-2-yl-carbonyl, 4-pyridylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, $CH_3O-C(=O)-CH_2-$, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, methylsulfonylamino, dimethylaminomethylcarbonylamino, 1-pyrrolidinyl-$CH_2-C(=O)-NH-$, 4-morpholinyl-$CH_2-C(=O)-NH-$, 3-tetrahydrofuryl-O-C(=O)-NH-, cyclohexyl-$N(CH_3)-$, (4-pyrimidinyl)amino, (2-methylthio-4-pyrimidinyl)amino, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(pyrrolidin-2-ylmethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, 3-tetrahydrofuryloxy, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 3-tetrahydrofurylmethoxy, pyrrolidin-2-ylmethoxy, 1-methylcarbonyl-pyrrolidin-2-ylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, pyrrolidin-1-ylmethoxy, 1-methyl-pyrrolidin-2-ylmethoxy, 1-isopropyl-pyrrolidin-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, (1-pyrrolidinyl)ethoxy, piperdin-4-ylmethoxy, piperdin-3-ylmethoxy, 1-methylpiperdin-4-yloxy,

methylsulfonylaminoethoxy, isopropoxy, methoxy and ethoxy; and pharmaceutically acceptable isomers and derivatives thereof.

3. Compound of Claim 1 wherein R^8 is one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, $-O-CH_2-O-$, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino, dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl and trifluoromethyl;
and pharmaceutically acceptable derivatives thereof.

4. Compound of Claim 2 wherein R^2 is selected from
1,2,3,4-tetrahydro-isoquinolyl optionally substituted with one or more substituents selected from methyl, and Boc,
1,2,3,4-tetrahydro-quinolyl optionally substituted with one or more substituents selected from methyl, Boc and oxo,
2,3-dihydro-1H-indolyl optionally substituted with one or more substituents selected from methyl, methylsulfonyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-yl, piperidin-4-yl, 1-methyl-piperidin-4-ylmethyl, 1-methyl-piperidin-4-yl, pyrrolidin-1-yl-carbonyl, dimethylaminomethylcarbonyl, aminomethylcarbonyl, methylcarbonyl, pyrrolidin-2-ylmethyl, and 1-Boc-pyrrolidin-2-ylmethyl, and

3,4-dihydro-2H-benzo[1,4]oxazinyl optionally substituted with one or more substituents selected from methyl, and methylcarbonyl;
and pharmaceutically acceptable derivatives thereof.

5. Compound of Claim 4 wherein R^2 is 3,3-dimethyl-2,3-dihydro-1H-indolyl optionally substituted with a substituent selected from pyrrolidin-1-yl-carbonyl, methylcarbonyl, and methylsulfonyl; and pharmaceutically acceptable derivatives thereof.

6. Compound of Claim 4 wherein R^2 is 4,4-dimethyl-1,2,3,4-tetrahydro-1H-isoquinolinyl.

7. Compound of Claim 3 wherein R^8 is one or more substituents independently selected from fluoro, hydroxy, amino, and nitro; and pharmaceutically acceptable derivatives thereof.

8. Compound of Claim 3 wherein R^8 is 4-fluoro; and pharmaceutically acceptable derivatives thereof.

9. Compound of Claim 1 wherein R^2 is selected from phenyl substituted with one or more substituents selected from chloro, tert-butyl, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, dimethylaminomethylcarbonylamino, 1,1-di(trifluoromethyl)-1-(pyrrolidin-2-ylmethoxy)methyl, trifluoromethyl, 2-methyl-2-(morpholin-4-yl)ethyl, 2-methyl-2-(pyrrolidin-1-yl)ethyl, 2-methyl-2-(5-methyloxadiazol-2-yl)ethyl, methylsulfonylamino, 1-methyl-pyrrolidin-2-ylmethoxy,and isopropyl; and pharmaceutically acceptable derivatives thereof.

10. A compound and pharmaceutically acceptable salts thereof selected from:

N-(3,3-Dimethyl-1-(methylsulfonyl)-2,3-dihydro-1H-indol-6-yl)-2-(((4-fluorophenyl)methyl)amino)-3-pyridinecarboxamide;

N-(4-(1,1-dimethylethyl)-3-((N,N-dimethylglycyl)amino)phenyl)-2-(((4-fluorophenyl)methyl)amino)-3-pyridinecarboxamide;

N-(3-((((2R)-1-methyl-2-pyrrolidinyl)methyl)oxy)-5-(trifluoromethyl)phenyl)-2-((3-(1,3-oxazol-5-yl)phenyl)amino)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(3-((((2R)-1-methyl-2-pyrrolidinyl)methyl)oxy)-5-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(3-((methylsulfonyl)amino)-5-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-((3-(1,3-oxazol-5-yl)phenyl)amino)-N-(3-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(4-(1-methyl-1-(5-methyl-1,3,4-oxadiazol-2-yl)ethyl)phenyl)-3-pyridinecarboxamide;

3-(2-Chloro-5-{[2-(4-fluoro-benzylamino)-pyridine-3-carbonyl]-amino}-phenoxymethyl)-azetidine-1-carboxylic acid tert-butyl ester;

N-[3-(Azetidin-3-ylmethoxy)-4-chloro-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

6-Chloro-3-(4-fluoro-benzylamino)-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide;

3-(4-Fluoro-benzylamino)-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide;

2-(4-Hydroxy-3-amino-benzylamino)-N-(4-isopropyl-phenyl)-nicotinamide ;

2-(4-Hydroxy-3-nitro-benzylamino)-N-(4-isopropyl-phenyl)-nicotinamide;

3-(4-Fluoro-benzylamino)-1,2,5,6-tetrahydro-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide; and

N-[3-(Azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide.

11. A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1-10.

12. A method of treating cancer in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

13. The method of Claim 12 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

14. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

15. A compound as in any of Claims 1-10 for use in a method of therapeutic treatment for the human or animal body.

16. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

17. A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

18. A method of reducing blood flow in a tumor in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

19. A method of reducing tumor size in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-10.

20. A method of treating diabetic retinopathy in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-10.